

RECORDATION NO. 21740-M FILED

MAY 27 '08

1-03 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

May 23, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated April 28, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 21740.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Conagra Foods, Inc.
11 Conagra Drive, Suite 5023
Omaha, NE 68102-5023

A description of the railroad equipment covered by the enclosed document is twenty five (25) 5127 cu. ft. covered hopper cars, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(CONA063)

ASSGN. NO.: CONA063

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of April, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CONAGRA FOODS, INC., a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 46 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 10, 2007, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Susan GrokulskyName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR
OF DOCUMENTATION
2008.Executed on this 28th day of April, 2008.

[CORPORATE SEAL]

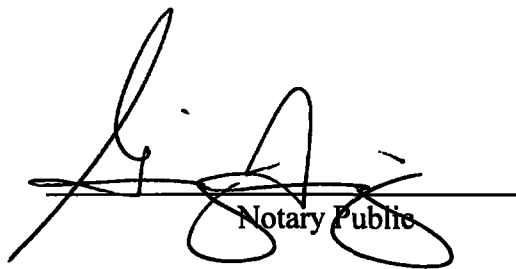
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of April, 2008.

My Commission Expires:

5-2008
(Notary Public)


Notary Public



LESSEE:

CONAGRA FOODS, INC.

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Director, Rice Transportation Executed on this 3rd day of MARCH,
2008.

[CORPORATE SEAL]

STATE OF Nebraska

COUNTY OF Douglas

I, Beth R. Robinson, a Notary Public of the County and State
aforesaid, certify that Gregory A. Heckman personally appeared before me this
day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3 day of March,
2008.


Notary Public

Commission Expires:

July 11, 2009
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

- I. **NUMBER OF CARS:** Twenty-five (25)
- II. **DESCRIPTION OF CARS:** 5127 cu. ft. or greater covered hopper cars, loading to 286,000 lbs.,
equipped with vibrator brackets
- III. **CAR NUMBERS:**
- | | |
|------|--------|
| FURX | 840636 |
| FURX | 840671 |
| FURX | 840770 |
| FURX | 843584 |
| FURX | 843606 |
| FURX | 843622 |
| FURX | 843626 |
| FURX | 843635 |
| FURX | 843645 |
| FURX | 843679 |
| FURX | 843681 |
| FURX | 843691 |
| FURX | 850269 |
| FURX | 850322 |
| FURX | 850382 |
| FURX | 850502 |
| FURX | 850772 |
| FURX | 850791 |
| FURX | 850794 |
| FURX | 850808 |
| FURX | 850810 |
| FURX | 850818 |
| FURX | 850834 |
| FURX | 850868 |
| FURX | 850914 |